

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:) Chapter 11
)
W.R. GRACE & CO., <u>et al.</u> ,) Case No. 01-1139 (KJC)
) Jointly Administered
Reorganized Debtors.)
) Related Docket Nos.: 32174, 32359
) Hearing Date: October 14, 2014 at 10:00 a.m.

**CERTIFICATION OF COUNSEL REGARDING THE FIFTY-SECOND
INTERIM APPLICATION AND THE FINAL APPLICATION OF CAPLIN &
DRYSDALE, CHARTERED, COUNSEL TO THE OFFICIAL COMMITTEE OF
ASBESTOS PERSONAL INJURY CLAIMANTS OF W.R. GRACE & CO., ET
AL., FOR COMPENSATION AND REIMBURSEMENT OF EXPENSES; AND OF
ELIZABETH WARREN, SPECIAL BANKRUPTCY CONSULTANT TO CAPLIN
& DRYSDALE, CHARTERED**

I, Peter Van N. Lockwood, of Caplin & Drysdale, Chartered, hereby certify the following:

1. On May 12, 2014, Caplin & Drysdale, Chartered (“**Caplin & Drysdale**”) filed the Final Application of Caplin & Drysdale, Chartered, Counsel To The Official Committee Of Asbestos Personal Injury Claimants of W.R. Grace & Co., *et al.*, for Compensation and Reimbursement of Expenses; and of Elizabeth Warren, Special Bankruptcy Consultant To Caplin & Drysdale, Chartered [DI 32174] (the “**Final Application**”).

2. With the sole exception of the Fee Auditor, objections to the Final Application were to be filed and served on or before July 11, 2014 at 4:00 P.M.

3. On August 1, 2014, the Fee Auditor filed the Fee Auditor’s Final Report Regarding the Fifty-Second Interim Application and the Final Application of Caplin & Drysdale, Chartered, Counsel To The Official Committee Of Asbestos Personal Injury Claimants of W.R. Grace & Co., *et al.*, for Compensation and Reimbursement of

Expenses; and of Elizabeth Warren, Special Bankruptcy Consultant To Caplin & Drysdale, Chartered [DI 32359]¹ (the “**Final Report**”).

4. In the Final Report, the Fee Auditor recommends that the Court issue an order granting final approval regarding \$21,394,084.25 in fees (excluding Sealed Air fees of \$970,548.50) and \$3,901.565.44 in expenses for Caplin & Drysdale’s services during the Final Application Period. *See* Final Report at ¶ 11. Having reviewed the Final Report, Caplin & Drysdale accepts this recommendation.

5. Furthermore, in the Final Report, the Fee Auditor recommends that the Court grant final approval regarding \$4,725.00 in fees for the services of Caplin & Drysdale’s bankruptcy consultant, Elizabeth Warren, during the Final Application Period. *See id.* Caplin & Drysdale further accepts this recommendation.

6. To facilitate the Court’s review, Caplin & Drysdale notes that the total amounts in fees and expenses previously awarded by the Court to Caplin & Drysdale regarding each of Caplin & Drysdale’s fifty interim fee applications are recited in a chart included in paragraph 20 of the Final Application. *See* Final Application at ¶ 20. These amounts reflect the Fee Auditor’s recommended reductions. *See id.*

7. The undersigned further certifies that he has caused the docket to be reviewed in these cases and that, with the exception of the Final Report, no other pleading responsive to the Final Application appears thereon. Furthermore, as of this date no other pleading responsive to the Final Application has been received by the undersigned.

¹ The Final Report does not recommend any reductions to the fees or expenses sought in the 52nd Interim Fee Application. Indeed, Caplin & Drysdale has already filed a Certification of No Objection regarding the 52nd Interim Fee Application [DI 32202].

WHEREFORE, the undersigned respectfully requests that the Court enter the proposed order attached hereto as **Exhibit A** at the Court's earliest convenience.

Respectfully submitted,

CAPLIN & DRYSDALE, CHARTERED

/s/ Peter Van N. Lockwood

Peter Van N. Lockwood
One Thomas Circle, NW, Suite 1100
Washington, DC 20005
Tel: (202) 862-5000
Fax: (202) 429-3301
plockwood@capdale.com

Elihu Inselbuch
Rita C. Tobin
600 Lexington Avenue at 52nd Street
21st Floor
New York, NY 10022-7619
Tel: (212) 379-6000
Fax: (212) 379-6001

*National Counsel for Official Committee
Of Asbestos Personal Injury Claimants*

- and -

CAMPBELL & LEVINE, LLC

/s/ Mark T. Hurford

Mark T. Hurford (I.D. #3299)
222 Delaware Avenue, Suite 1620
Wilmington, DE 19899
Tel: (302) 426-1900
Fax: (302) 426-9947
mhurford@camlev.com

*Delaware Counsel for the Official Committee
of Asbestos Personal Injury Claimants*

Dated: August 7, 2014